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The Chase Manhattan Bank, N.A.
One Chase Manhattan Plaza
New York, New York 10081

Nanette Crist
Vice President and
Senior Associate Counsel

RECORDATION NO. 18811-B FILED 1423

SEP 1 1994 -2 50 PM

INTERSTATE COMMERCE COMMISSION

August 31, 1994



CHASE

LICENSING BRANCH

SEP 1 2 50 PM '94

RECEIVED
OFFICE OF THE
SECRETARY

Via Federal Express

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2303
Washington, DC 20423

Re: Recordation of Amended and Restated Assignment Agreement

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, are duplicate execution copies of an Amended and Restated Assignment Agreement, dated as of July 1, 1994, between General Electric Company ("Assignor") and The Chase Manhattan Bank, N.A., as agent (the "Assignee"). The Assignment Agreement, dated as of July 1, 1994 (the "Original Assignment"), between General Electric Company and The Chase Manhattan Bank, N.A. which is being amended and restated referenced that certain Interim User Agreement, dated as of May 13, 1994 (the "Interim User Agreement"), between the Assignor and Southern Pacific Transportation Company, a primary document. Please assign to this document a recordation number referencing the Original Assignment and the Interim User Agreement. The Interim User Agreement was recorded on May 17, 1994 at 3:45 PM and was assigned number 18811; the Original Assignment was recorded on July 1, 1994 at 10:55 AM and was assigned number 18811A. Enclosed you will also find a check for the \$18.00 processing fee.

The names and addresses of the parties to the enclosed Amended and Restated Assignment Agreement are as follows:

ASSIGNOR: General Electric Company
2901 East Lake Road, Building 14-5
Erie, Pennsylvania 16531

ASSIGNEE: The Chase Manhattan Bank, N.A., as agent
One Chase Manhattan Plaza
New York, New York 10081

A general description of the locomotives covered by the enclosed documents is 50 Dash 9-44CW locomotives numbered 8100-8149, inclusive.

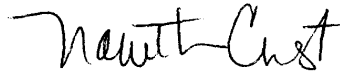
Following recordation, please return one original of the enclosed document, together with any other copies not needed by the Commission, bearing appropriate recordation data, to:

Nanette Crist, Esq.
The Chase Manhattan Bank, N.A.
One Chase Manhattan Plaza/29th Fl.
New York, New York 10081

A short summary of the document to appear in the index follows:

PRIMARY DOCUMENT - Amended and Restated Assignment Agreement, effective as of July 1, 1994, between General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania, 16531, as assignor, and The Chase Manhattan Bank, N.A., as agent, One Chase Manhattan Plaza, New York, New York 10081, as assignee, covering 50 Dash 9-44CW locomotives numbered SP 8100-8149, inclusive.

Respectfully submitted,



Nanette Crist

Enclosures

NC:acm

ABH017DE

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

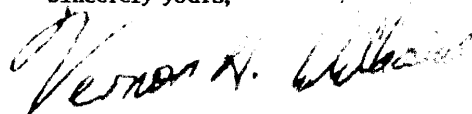
SEPTEMBER 1, 1994

NANETTE CRIST
THE CHASE MANHATTAN BANK, N.A.
ONE CHASE MANHATTAN PLAZA/29TH FLOOR
NEW YORK NY 10081

Dear MS. CRIST:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/1/94 at 2:50PM, and assigned recordation number(s). 18811-B

Sincerely yours,

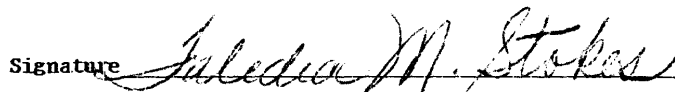


Vernon A. Williams
Acting Secretary

Enclosure(s)

\$ 18.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 1881-B FILED 1425

SEP 1 1994 -2 50 PM

EXECUTION VERSION

INTERSTATE COMMERCE COMMISSION

**AMENDED AND RESTATED
ASSIGNMENT AGREEMENT**

This Amended and Restated Assignment Agreement (this "Assignment"), dated as of July 1, 1994, is by and between General Electric Company, a corporation of the State of New York, with an address at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Assignor") and The Chase Manhattan Bank, N.A., a national banking association, as agent, with an address at One Chase Manhattan Plaza, New York, New York 10081 ("Assignee"), herein referred to together as "Parties." This Assignment amends and restates that certain Assignment Agreement (the "Original Assignment"), dated as of July 1, 1994, between the Parties.

WITNESSETH:

WHEREAS, General Electric Company, acting through its Transportation Systems Business Operations ("GE"), and Southern Pacific Transportation Company ("SP") did enter into that certain Interim User Agreement for Initial Locomotives (the "Agreement"), dated as of May 13, 1994 and recorded May 17, 1994 with the Interstate Commerce Commission (the "ICC") under Recordation No. 18811; and

WHEREAS, under the terms and conditions provided in the aforesaid Agreement GE did, among other things, agree to grant custody and possession to SP of fifty (50) (identified as SP 8100-8149) of one hundred (100) GE Dash 9-44CW locomotives subject to that certain Purchase Agreement, dated as of March 8, 1994, between GE and SP (the "Purchase Agreement"); and

WHEREAS, the said fifty (50) locomotives identified as SP 8100-8149 (the "Locomotives") have been by GE delivered to SP and by SP accepted; and

WHEREAS, Assignor agreed, pursuant to that certain Receivables Purchase Agreement, dated as of June 30, 1994, between Assignor and Assignee (the "RPA"), to sell to Assignee, and Assignee agreed, pursuant to the RPA, to buy from Assignor, Assignor's right, title and interest in and to the payment of the purchase price for the Locomotives owed to GE by SP, which payment is due on or before December 29, 1994; and

WHEREAS, in furtherance of the foregoing, Assignor and Assignee did enter into the Original Assignment, dated as of July 1, 1994 and recorded July 5, 1994 with the ICC under Recordation No. 18811-A, and Assignor and Assignee wish to amend and restate the Original Assignment as set forth in this Assignment; and

- NOW, THEREFORE, in consideration of the mutual covenants set forth herein and in the RPA, and for other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, the Parties hereby agree as follows:

1. Assignor hereby assigns, transfers and sets over to and unto Assignee all of Assignor's right, title and interest in and to the payment of the purchase price for the Locomotives owed to the Assignor by SP (the "Receivable") as contemplated under the Purchase Agreement and/or the Agreement.

2. Assignor hereby assigns, transfers and sets over to and unto Assignee all other of Assignor's right, title and interest in, to and under the Agreement relating to the failure of SP to pay the Receivable when due.

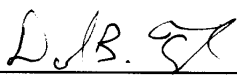
IN WITNESS WHEREOF, the Parties hereto have caused this Amended and Restated Assignment Agreement to be executed in their respective names, by officers thereof duly authorized, all as of the date first written above.

The Chase Manhattan
Bank, N.A., as agent

By: 
Name: FRANCIS M. COX, III
Title: VICE PRESIDENT

Date: August 31, 1994

General Electric Company

By: 
David B. Tucker
General Manager - Americas,
Locomotive Marketing/Sales/
Service Operation

Date: August 30, 1994

STATE OF New York }
COUNTY OF New York }

SS:

On the 31 day of August, 1994, before me personally appeared the within named Francis M. Laff, to me personally know, who, being by me duly sworn, says that he/she is Vice President of The Chase Manhattan Bank, N.A. (the "Bank"), that he/she is duly authorized to execute the foregoing instrument on behalf of the Bank and that the said instrument was signed on behalf of the said Bank by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Bank.

Angela C. Miele
Notary Public

[Notary Seal]

My Commission expires March 1996

ANGELA C. MIELE
Notary Public, State of New York
No. 24-4993011
Qualified in Kings County
Commission Expires March 1996

COMMONWEALTH OF PENNSYLVANIA }
COUNTY OF ERIE }

SS:

On the 30th day of August, 1994, before me personally appeared the within named David B. Tucker, to me personally know, who, being by me duly sworn, says that he is General Manager - Americas, Locomotive Marketing/Sales/Service Operation, of General Electric Company ("GE"), that he is duly authorized to execute the foregoing instrument on behalf of GE and that the said instrument was signed on behalf of the said GE by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of the said GE.

Carol A. Wahlen
Notary Public

[Notary Seal]

My Commission expires

Notary Seal
Carol A. Wahlen, Notary Public
Lawrence Park Twp., Erie County
My Commission Expires Dec. 12, 1994